

3083717

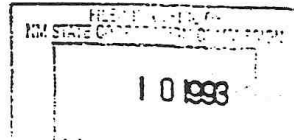
NAME HAS SINCE BEEN  
CHANGED TO "FRIENDS OF  
THE TAOS PUBLIC LIBRARY"

AMENDED BY-LAWS

OF

FRIENDS OF THE HARWOOD, INC.

0900522



ARTICLE I - OFFICES

The principal office of the Corporation in the State of New Mexico shall be located in the County of Taos. The corporation may have such other offices, either within or without the state of incorporation as the Board of Directors may designate or as the business of the corporation may, from time to time, require.

ARTICLE II - PURPOSES

Section 1. The object and purposes of the Friends are to promote and to support the Harwood Public Library of the Town of Taos, or its successor library, its cultural and educational programs and activities, capital expenses, its operation and maintenance, by performing volunteer services and by obtaining funds, property and other assets from contributors or purchases or otherwise.

Section 2. The Friends of the Harwood is and is intended to be a supporting organization operated exclusively for the benefit of, to perform the functions of or to carry out the purposes of the Harwood Public Library of the Town of Taos, or its successor library, and is intended to be an organization as defined, operated, supervised or controlled pursuant to the provisions of Section 509 (a) (3), Internal Revenue Code.

Section 3. The Friends shall have the power and authority to do everything necessary, proper, advisable or convenient for the accomplishment of the objects and purposes of the Friends and to do all other things incidental thereto, or connected therewith, which are not forbidden by law or the Articles of Incorporation of this organization.

Section 4. In the event of the dissolution of the Friends, all of its assets, property, resources and funds shall be distributed to and paid to non-profit cultural activities in Taos County as set forth in the Articles of Incorporation.

ARTICLE III - MEMBERSHIP

Section 1. Membership in the Friends shall be open to any person subscribing to the purposes of the Friends and who shall make such contributions or pay such annual dues as may be prescribed by the

board. The board may provide for such classes or membership as it deems advisable. Membership in the Friends shall vest no voting rights or other rights in the members except those which may be conferred upon them by the Board.

#### ARTICLE IV - BOARD OF DIRECTORS

1. The Board of Directors of The Friends of The Harwood, Inc., shall consist of not fewer than six (6), nor more than sixteen (16) members, who shall be subject to removal by the remaining directors.
2. The Board of Directors shall from time to time select additional members in order to maintain a full complement of the Board or to replace directors who have resigned or who are unable to serve for any other reason.
3. The presence of one-half of the number of directors, shall constitute a quorum at any meeting of the Board of Directors.
4. The Board of Directors shall have the power to appoint an executive committee, such other officers or employ such agents or employees, as may be, in the discretion of the Board of Directors, necessary or advisable to conduct the affairs of the corporation.
5. The Board of Directors shall have the general management and control of the business and of the affairs of the corporation and shall have all powers granted a non-profit corporation under the laws of New Mexico and the Certificate of Incorporation.
6. The Board of Directors shall be self-perpetuating in that when a vacancy occurs upon said Board, the remaining Board members shall select a new director to fill the vacancy.

Any act which is required or authorized to be taken by the directors, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. The consent shall have the same effect as a unanimous vote.

#### ARTICLE V - OFFICERS

The corporate officers shall consist of a President, Vice-President, Secretary, and Treasurer and such other officers as the Board of Directors shall elect from time to time.

The officers of the corporation to be elected by the directors shall be elected annually at the meeting of the directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his

death or until he shall resign or shall have been removed in the manner hereinafter provided.

Any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the directors for the unexpired portion of the term.

The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation. The president shall, when present, preside at all meetings of the directors. The president may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the directors, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors, or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the directors from time to time.

In the absence of the president or in event of his or her death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him or her by the president or by the directors.

The secretary shall keep the minutes of the directors' meetings in one or more books provided for that purpose, so that all notices are duly given in accordance with the provisions of these By-Laws or as required, be custodian of the corporate records and of the seal of the corporation and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the directors.



If required by the directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the directors.

#### ARTICLE VI - MEETINGS

There shall be at least four meetings during the year, including one in October for the purposes of electing new members to the Board.

#### ARTICLE VII - PROHIBITIONS

No part of the capital or net earnings of the Friends shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except the Friends shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance to the objects and purposes of the Friends. No substantial part of the activities of the Friends shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Friends shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Bylaws, the Friends shall not carry on any activities not permitted to be carried on: (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The Friends shall not engage in any activity or transact its business in any way that would cause it to be ruled a private foundation as defined in Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS



1. CONTRACTS.

The directors may authorize in writing any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. LOANS.

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the directors. Such authority may be general or confined to specific instances.

3. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, of the corporation and in such manner as shall from time to time be determined by resolution of the directors.

4. DEPOSITS.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the directors may select.

ARTICLE IX - FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of July in each year.

ARTICLE X - SEAL

The directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation and the words, "Corporate Seal".

ARTICLE XI - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before

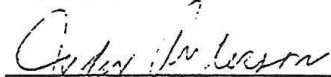
or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII - AMENDMENTS

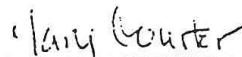
These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors.

R E S O L U T I O N

It is resolved that the above By-Laws are adopted as the Bylaws of FRIENDS OF THE HARWOOD, INC.



Judy Anderson, Director  
Box 1879  
Taos, New Mexico 87571



Mary Courter, Director  
Box 1735  
Taos, New Mexico 87571



Louise Dice, Director, President  
Box 490  
Arroyo Seco, New Mexico 87514

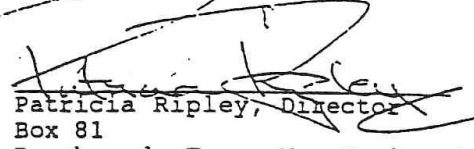


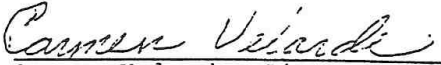
Vera Levison, Director  
Box 2722  
Taos, New Mexico 87571



John Muste, Director  
Box 753  
Taos, New Mexico 87571

  
Fred Robbins, Director, SECRETARY  
Box 2014  
Taos, New Mexico 87571

  
Patricia Ripley, Director  
Box 81  
Ranchos de Taos, New Mexico 87557

  
Carmen Velarde, Director  
Box 896  
Ranchos de Taos, New Mexico 87557

The above Resolution was duly made and approved at the meeting of the Board of Directors held on the 30th day of September, 1993.

  
SECRETARY



AMENDMENTS TO BY-LAWS  
AS APPROVED BY THE FRIENDS' BOARD ON APRIL 9, 2002

- I. Reduce the total number of Board members to nine (9) as allowed in the by-laws:

The nine will consist of the four members of the Executive Board consisting of the President, Vice-President, Secretary, Treasurer, and the five selected members named to the Board.

Rationale: Any board with a total of sixteen members suggests that some members are unable to attend meetings, lose interest in the organization, or for personal reasons. Seemingly, small boards consist of active, interested members who dedicate their time and energy to the organization. (Large boards can also become unwieldy)

- II. For the purpose of selecting the panel of new officers, a nominating committee consisting of three Board members shall be elected at the Annual Friends of the Library business meeting held on the third Sunday of October. [Robert's Rules of Order]

- III. Responsibilities of Members of Friends of Library Board:

Members of the Friends Board are initially nominated by the search committee and appointed upon approval by the full board. The President of the Board shall notify those selected of their appointment.

Members of the Friends may serve two three-year consecutive terms.

The Board holds four meetings yearly: January, April, July, and October. All meetings require a quorum in order to conduct business, as stated in the by-laws. The October meeting shall be held on the third Sunday of the month.

The Friends Board is separate and independent of the Taos Library Advisory Board. The sole purpose of the Friends Board is to financially support the needs of the Taos Library as determined by the Library staff.

Accepting an appointment to the Friends Board is a commitment to all stated responsibilities. A Board member absent for three consecutive meetings with no legitimate reason, as determined by the Board, shall be considered as having resigned.

IV. The Search Committee:

The President of the Friends Board shall appoint a three-member search committee to recommend interested persons to fill Board vacancies: all Board members may present names to the committee for its consideration.

The committee shall present their selection to the Board for its approval. As previously stated the President shall notify those selected.

The search committee shall act as a full committee and shall follow all procedures as adopted by the Board.

Committee: Margaret Killingsworth, Marge Guara, Thu Trang

Suggestions from Committee:

Each officer shall write a description of the duties and the responsibilities, and place in a file folder with Board by-laws and other relevant information.

Two signatures shall be required on all checks.

✓ The President shall appoint a volunteer as the Editor of the Newsletter. Thu volunteered to write the job description.